

OCLC, INC.
Annual Meeting of the Board of Trustees
November 15, 2021

This annual meeting of the Board of Trustees of OCLC, Inc., pursuant to the notice of the Secretary dated November 4, 2021, and in accordance with Article VII, Section I, of the Code of Regulations of OCLC, Inc., convened at 1:02 p.m., local time, on November 15, 2021, via WebEx meetings. Mr. Szabo presided as Chair and Ms. Presas kept the minutes of the meeting.

Trustees Present:

Craig Anderson
Theresa Byrd
Brady Deaton
Bernadette Gray-Little
Cindy Hilsheimer
Kathleen Keane
Barbara Lison
David (“Skip”) Prichard
Debbie Schachter
Anja Smit
Ginny Steel
John Szabo
Sarah Thomas
Janet Walls
Shirley Chiu-wing Wong

Trustees Absent:

None

Also, present for all or portions of the meeting:

James Neal, Trustee Emeritus
John Patrick, Trustee Emeritus
William (“Chip”) Nilges, Vice President, Business Development
Julie Presas, Vice President & General Counsel, Secretary
William Rozek, Chief Financial Officer, Treasurer

The Chair began the meeting by welcoming new Trustees Debbie Schachter and Janet Walls to the Board.

The Chair then inquired as to any changes, objections to, removals from or discussion of the November 9, 2020 Annual Meeting minutes, and there being none, he requested a motion to approve the minutes. Upon a motion duly made and seconded, the Trustees approved the minutes by a unanimous vote.

The Chair then introduced Board Governance Committee Chair Barbara Lison who brought forward the following resolutions to the full Board for their approval:

RESOLUTION

RESOLVED, that the following persons are hereby appointed to serve as officers of OCLC, Inc. (the “Corporation”), to serve in the office identified opposite his or her name until his or her successor shall be appointed and qualified, or until his or her earlier resignation, retirement, removal from office or death:

David “Skip” Prichard, President and CEO
Andrew Bordas, Vice President, Management and Customer Operations
Bruce Crocco, Vice President, Library Services for the Americas
Lorcan Dempsey, Vice President Membership & Research and Chief Strategist
Barton Murphy, Chief Technology & Information Officer
William Nilges, Vice President, Business Development
Julie Presas, Vice President, Legal and General Counsel
William Rozek, Chief Financial Officer
Mary Sauer-Games, Vice President, Global Product Management
Tammi Spayde, Vice President, Marketing, Human Resources and Facilities
Eric van Lubeek, Vice President, Managing Director EMEA & APAC

FURTHER RESOLVED, that additional officer appointments and changes of position may be made by the President, subject to confirmation by the Board at its next meeting following such appointments and changes; and

FURTHER RESOLVED, that each of the officers of the Corporation as referenced above be, and each of them individually is authorized to execute and deliver in the name and on behalf of this Corporation appropriate documentation, and to do such other acts and things as they or any of them individually shall deem necessary or appropriate to carry out the purposes and business of the Corporation.

Due to the resolution having been recommended by the Board Governance Committee, there was no second necessary. The above resolution was approved by unanimous vote.

Ms. Lison then offered the following resolution for approval:

RESOLUTION

RESOLVED, that upon the recommendation of the Global Council Executive Committee and review and recommendation of the Board Governance Committee, the following Global Council Delegate Members are hereby approved and appointed as the new representatives to the Committee on Membership from the Global Council beginning November 15, 2021 and ending November 14, 2022:

1. Hong Yao, Queens Public Library
2. Earl Givens, Jr., Catawba College
3. Sarah Hurter-Savie, Nice Sophia Antipolis University
4. Evi Tramantza, Anatolia College
5. Muh-Chyun Tang, National Taiwan University
6. Constance Wiebrands, Edith Cowan University

Due to the resolution having been recommended by the Board Governance Committee, there was no second necessary. The above resolution was approved by unanimous vote.

Ms. Lison then offered the following resolution for approval:

RESOLUTION

RESOLVED, that effective November 15, 2021 the following persons are hereby elected to serve as officers of the Board of Trustees for the calendar year 2022:

Chair	John Szabo
Vice Chair	Cindy Hilsheimer
Secretary	Julie Presas
Treasurer	William Rozek

Due to the resolution having been recommended by the Board Governance Committee, there was no second necessary. The resolution was approved by unanimous vote of Trustees voting with Mr. Szabo and Ms. Hilsheimer abstaining.

Ms. Lison then offered the following resolution for approval:

RESOLUTION

RESOLVED, that effective November 15, 2021, the membership on the committees of the Board of Trustees for calendar year 2022 is hereby constituted as follows:

Audit

Bernadette Gray-Little, Chair
Brady Deaton
Kathleen Keane
Debbie Schachter
Janet Walls
Shirley Chiu-wing Wong
John Szabo
Skip Prichard (non-voting)

Executive

John Szabo, Chair
Cindy Hilsheimer, Board Vice Chair
Teresa Byrd
Brady Deaton
Bernadette Gray-Little
Kathleen Keane
Ginny Steel
Sarah Thomas
Skip Prichard

Finance & Investment

Brady Deaton, Chair
Bernadette Gray-Little (non-voting)
Craig Anderson
Cindy Hilsheimer
Barbara Lison
Ginny Steel
Janet Walls
John Szabo
Skip Prichard

Board Governance

Ginny Steel, Chair
Theresa Byrd
Bernadette Gray-Little
Barbara Lison
Anja Smit
Sarah Thomas
John Szabo
Skip Prichard

Personnel & Compensation

Kathleen Keane, Chair
Craig Anderson
Cindy Hilsheimer
Barbara Lison
Janet Walls
Shirley Chiu-wing Wong
John Szabo
Skip Prichard (non-voting)

Membership Committee

Theresa Byrd, Chair
Debbie Schachter
Anja Smit
Shirley Chiu-wing Wong

Technology Committee

Sarah Thomas, Chair
Craig Anderson
Brady Deaton
Barbara Lison
Debbie Schachter
Anja Smit
John Szabo
Skip Prichard

The resolution having been recommended by the Board Governance Committee, there was no second necessary. After discussion, the resolution was considered and approved by unanimous vote. This concluded Ms. Lison's report.

The Chair then offered the following resolution for approval:

**RESOLUTION
JOHN PATRICK TRIBUTE**

WHEREAS, JOHN PATRICK has served loyally, diligently and effectively as a member of the OCLC Board of Trustees since his appointment to the Board in November 2010; and

WHEREAS, John steadfastly served as Vice Chair of the Board from November 2016 to November 2018, and served as Chair of the Finance and Investment Committee from November 2011 to November 2014 and Chair of the Technology Committee from November 2015 to November 2017 and again in 2019; and

WHEREAS, while serving on the OCLC Board, John shared his wisdom and expertise in technology, finance and marketing to the great benefit of the OCLC cooperative and libraries worldwide; and

WHEREAS, John has consistently helped the board focus on pivotal issues, thereby strengthening the cooperative; and

WHEREAS, this Board of Trustees is deeply grateful to John for his just-completed twelve years of service to the members of OCLC as a Trustee;

NOW, THEREFORE BE IT RESOLVED, that this Board of Trustees expresses its deep gratitude and appreciation to John for his outstanding contributions to OCLC, Inc. and for his steadfast devotion to OCLC's purpose of sharing the world's collected knowledge so that libraries can fuel learning, research and innovation; and

BE IT FURTHER RESOLVED, that John Patrick is hereby designated as a Trustee Emeritus in good standing, and as such, is entitled to the privileges and benefits thereof; and

BE IT FURTHER RESOLVED, that this resolution be included in the minutes of this meeting and shared with the membership of OCLC.

The above resolution was moved, seconded and approved by unanimous vote. The Chair expressed his deep gratitude to Mr. Patrick for his service to OCLC.

The Chair then offered the following resolution for approval:

**RESOLUTION
JAMES NEAL TRIBUTE**

WHEREAS, JIM NEAL has served loyally, diligently and effectively as a member of the OCLC Board of Trustees from November 2010 through November 2021; and

WHEREAS, from November 2007 through November 2009, Jim served as Research Libraries Group Board Committee Chair; and

WHEREAS, Jim has served on various committees of this Board of Trustees including Audit, Finance & Investment, and Board Governance, as well as served as Chair of the Personnel & Compensation and Finance & Investment committees; and

WHEREAS, during his tenure as a Trustee, he brought his considerable experience as an academic library executive, and as a leader of library advocacy organizations; and

WHEREAS, Jim has been a strong advocate for libraries and the advancement of research, scholarship and education around the world; and

WHEREAS, in his capacity as a Trustee, Jim has been an influential spokesperson for the OCLC cooperative and a champion of the ideals of librarianship and OCLC's public purposes; and

WHEREAS, OCLC, its member libraries and, most importantly, the users of libraries and information services around the world have benefited from his service as a Trustee;

NOW, THEREFORE BE IT RESOLVED, that this Board of Trustees expresses its deep gratitude and appreciation to Jim for his outstanding contributions to OCLC, Inc. and for his steadfast devotion to OCLC's purpose of sharing the world's collected knowledge so that libraries can fuel learning, research and innovation; and

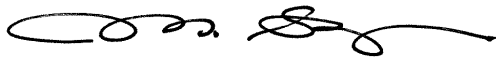
BE IT FURTHER RESOLVED, that Jim Neal is hereby designated as a Trustee Emeritus in good standing, and as such, is entitled to the privileges and benefits thereof; and

BE IT FURTHER RESOLVED, that this resolution be included in the minutes of this meeting and shared with the membership of OCLC.

The above resolution was moved, seconded and approved by unanimous vote. The Chair expressed his deep gratitude to Mr. Neal for his service to OCLC.

Chair Szabo then convened the meeting in executive session at 1:12 p.m. The Board continued in executive session until 1:17 p.m., at which time the Chair re-convened the Board in open session.

There being no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned at approximately 1:17 p.m.



John Szabo, Chair



Julie Presas, Secretary